

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: : **Case No. 01-01139 (JKF)**
: **(Jointly Administered)**
W.R. GRACE & CO., et al., : **Chapter 11**
:
:
:
Debtors. :

**SECOND SUPPLEMENT TO THE AFFIDAVIT OF EDWIN N. ORDWAY, JR.
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER, UNDER 11 U.S.C. SECTIONS 327(a) AND 1103(a) AND
FED. R. BANKR. P. 2014, AUTHORIZING EMPLOYMENT AND RETENTION NUNC
PRO TUNC OF FTI POLICANO & MANZO AS FINANCIAL ADVISORS**

STATE OF NEW JERSEY)
) SS:
COUNTY OF BERGEN)

On this day, the undersigned authority, Edwin N. Ordway, Jr., being duly sworn states the following:

1. I am a managing director in the firm of FTI Policano & Manzo, now known as FTI Consulting ("FTI P&M"), which maintains an office, among other places, at Park 80 West Plaza I, Saddle Brook, New Jersey 07663, and I am authorized to execute this supplemental affidavit on behalf of FTI P&M. FTI P&M is separate operating unit of FTI Consulting, Inc. ("FTI"), which has its headquarters at 900 Bestgate Road, Suite 100, Annapolis, Maryland 21401.

2. On May 11, 2001, I filed an Affidavit in Support of an Application for Order Approving the Employment of FTI P&M as Financial Advisors for the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al. (the "FTI P&M Engagement"), that commenced chapter 11 proceedings on April 2, 2001.

3. On June 21, 2001, the Court signed an order approving the appointment of FTI P&M as Financial Advisors for the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al., *nunc pro tunc* to April 20, 2001. FTI P&M's practice specializes in providing financial consulting services in restructuring matters. Those services continue to be provided by FTI P&M.

4. On July 24, 2002, FTI publicly announced that it entered into a definitive agreement to purchase the business recovery services practice, and related assets and receivables (the "BRS Practice"), of PricewaterhouseCoopers LLP ("PwC").

5. On August 22, 2002, FTI filed the First Supplement to an Affidavit in Support of an Application for Order Approving the Employment of FTI P&M as Financial Advisors for the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al., that disclosed the pending acquisition of the BRS Practice.

6. The acquisition of the BRS Practice closed on August 30, 2002. The operations of FTI P&M and the BRS Practice will be known as FTI Consulting on a going-forward basis.

7. The consideration paid to PwC for the BRS Practice included, among other things, cash and an equity interest in FTI. Thus, as a result of the acquisition, PwC will own approximately 7.6% of the outstanding shares of FTI common stock, which is publicly traded. The shares owned by PwC will be unregistered but will otherwise not be subject to any transfer restrictions. Up to the point of disposition, PwC will not have any rights to participate in the management or the board of FTI (other than its rights to vote its shares) in connection with its share holdings.

8. As disclosed in my prior affidavit, I have been informed that: (i) PwC, through the BRS Practice, has in the past provided services to W.R. Grace & Co., et al., (the "Debtors") in connection with matters related to these proceedings (the "BRS Services"); and (ii) the BRS Services were completed on or about July 31, 2001, and no further services have been or are expected to be provided by the BRS Practice to the Debtors in these cases.

9. FTI has established a firm ethical wall between personnel involved in these proceedings such that:

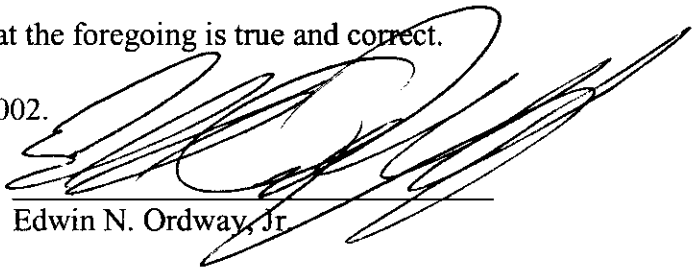
- a. There will be no discussions or communications (orally, electronically or otherwise) with any persons who are or have been involved in the FTI P&M Engagement on the one hand and persons involved in the BRS Services on the other hand, about the substance of their respective engagements or services;

- b. No person working on matters involving the FTI P&M Engagement shall be provided access to non-public documents or other confidential information relating to the BRS Services; and
- c. No person working on matters involving BRS Services shall be provided access to non-public documents or other confidential information relating to the FTI P&M Engagement.

10. It is my understanding that Kirkland & Ellis is engaged as counsel to W.R. Grace & Co, et.al., Debtors, in connection with these proceedings. Mr. George P. Stamas, a partner of Kirkland & Ellis, is currently a member of the Board of Directors of FTI. To the best of my knowledge, Mr. Stamas is in no way involved with the Kirkland & Ellis team in these proceedings.

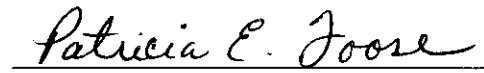
I declare under penalty of perjury that the foregoing is true and correct.

Dated this 12th day of September, 2002.



Edwin N. Ordway, Jr.

SUBSCRIBED AND SWORN TO ME THIS 12th day of September, 2002.



Patricia E. Joose
Notary Public